

M09000001945

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

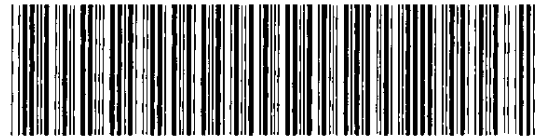
(Business Entity Name)

(Document Number)

Certificate Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

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200155890942

RECEIVED
09 MAY 20 AM 10:41
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 MAY 20 PM 2:15
DEPT. OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAY 21 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 010125

AUTHORIZATION

COST LIMIT : \$125.00

RECEIVED
09 MAY 21 AM 10:39

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 MAY 20 PM 2:15
TALLAHASSEE, FLORIDA

ORDER DATE : May 19, 2009

ORDER TIME : 5:49 PM

ORDER NO. : 010125-005

CUSTOMER NO: 7577247

RESUBMIT

Please give original
submission date as file date.

FOREIGN FILINGS

NAME: WATER ELEMENTS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 20, 2009

DOREEN WALLACE
CSC
TALLAHASSEE, FL

SUBJECT: WATER ELEMENTS, LLC
Ref. Number: W09000023889

FILED
09 MAY 20 PM 2: 15
TALLAHASSEE, FLORIDA

We have received your document for WATER ELEMENTS, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

You are already aware that your actual name is not available in Florida because it is too similar to the name of a presently active Florida company -- WATER ELEMENTS, LLC (Document Number L06000039815). Therefore you must adopt a significantly different alternate name for transacting business in Florida.

The problem with the name you want to adopt -- WATER ELEMENT, LLC -- is that it's not different enough. We do not consider singular and plural forms of the same word in a name to be significantly different.

Also, we do not consider the addition of the words "Florida" or "of Florida" to a name to constitute a significant difference. And using different word-spacing or different suffixes or different punctuation would also not suffice.

Please choose another alternate name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 409A00017167

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Water Elements, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Water Elements-WE, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DE 3. 51-0637720
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 5/9/07 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Has not commenced
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 201 W. Christina Blvd, Suite 3, Lakeland FL 33813
(Street Address of Principal Office)

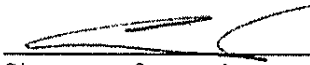
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Managing Member: Agro-Iron, Inc., 201 W. Christina Blvd, Suite 3, Lakeland FL 33813

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: all purposes allowed by
law


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Evin Netzer, President, Agro-Iron, Inc.

Typed or printed name of signee

FILED
09 MAY 20 PM 2:15
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Water Elements, LLC

If unavailable, the alternate to be used in the state of Florida is:

Water Elements-WE, LLC

2. The name and the Florida street address of the registered agent and office are:

Evin Netzer

(Name)


201 W. Christina Blvd, Suite 3

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Lakeland FL 33813

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**ACTION BY WRITTEN CONSENT WITHOUT A MEETING
OF THE MANAGING MEMBER OF
WATER ELEMENTS, LLC**

THE UNDERSIGNED, being the managing member of Water Elements, LLC (the "Company"), a limited liability company organized and existing under the laws of the State of Delaware, does hereby take the following actions, pursuant to the provisions of the Company's Operating Agreement:

WHEREAS, the Company submitted a bid for ferric chloride and ferric sulfate to Palm Beach County, Florida (the "County"); and

WHEREAS, the County has asked that the Company qualify as a foreign entity in the State of Florida; and

WHEREAS, a Florida limited liability company already exists in Florida with the name Water Elements, LLC; and

WHEREAS, the Company wishes to adopt an alternate name for the purpose of transacting business in the State of Florida.

NOW THEREFORE, it is

RESOLVED, that the Company hereby adopts the name "Water Elements-WE, LLC" for the purpose of transacting business in the state of Florida. It is

FURTHER RESOLVED, that it is in the best interests of the Company to take whatever action may be required to implement the adoption of the alternate name set forth herein, and Company officers shall be enter into such agreements and documents as may be necessary to complete the adoption of such alternate name, as now exists or may be prepared after the date hereof, and as each may be further negotiated and revised. It is

FURTHER RESOLVED, that Evin Netzer, as Executive Vice President of the Company, is hereby expressly and unconditionally authorized, directed and empowered to negotiate, revise, execute and deliver any and all documents and instruments and to take any and all other actions as may be necessary or desirable to effectuate the Transaction. It is

FURTHER RESOLVED, that the foregoing resolutions shall continue in full force and effect, and the signature of Evin Netzer, as Executive Vice President of the Company, shall be conclusive evidence of his authority to act on behalf of and in the name of the Company. It is

Dated: May 20, 2009

**Managing Member of WATER ELEMENTS, LLC, a
Delaware limited liability company**

Agro-Iron, Inc.

By: 

Evin Netzer, President

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATER ELEMENTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF APRIL, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WATER ELEMENTS, LLC" WAS FORMED ON THE NINTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4349254 8300

090410029

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7272671

DATE: 04-29-09